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While attending a demonstration in radiology, high school student Peter Parker was bitten by a spider which had accidentally been exposed to radioactive rays. Through a miracle of science, Peter soon found that he had gained the spider's powers…and had, in effect, become a human spider! Later he joined the Avengers. And now he is the...

AVENGING SPIDER-MAN

Doctor Otto Octavius was a nuclear physicist who constructed a pair of mechanical arms, controlled by a brain-computer interface that helped him with his atomic research. But something went wrong with his experiment and a radioactive explosion fused the arms to his body and mind. From that day forth he became one of Spider-Man's most sinister foes, he is:

DOCTOR OCTOPUS

AVENGING SPIDER-MAN

PREVIOUSLY...

READ AMAZING SPIDER-MAN #700 FIRST!

(Or don't say I didn't warn you!)

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FINAL

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DOCTOR OCTOPUS IS DEAD

SPIDER-MAN'S INVOLVEMENT IN VILLAIN DEATH QUESTIONED

ANTI-SPIDER-MAN PATROLS ON HEIGHTENED ALERT

Day One.
PETER PARKER'S TRIBECA APARTMENT.
HRH.
I DID IT.
I FINALLY BEAT HIM.
I BEAT SPIDER-MAN.
HEH. HEHEH...
HA HA HA HA HA HA!

MY NAME IS OTTO OCTAVIUS.
TO SAY THAT I AM THE MAN WHO FINALLY KILLED SPIDER-MAN DOESN'T TRULY DO JUSTICE TO WHAT I HAVE ACCOMPLISHED.
--IT'S FINE. I'M HEADING IN TO WORK NOW.
NO, HORIZON.
I HAVE TAKEN EVERYTHING FROM SPIDER-MAN. EVERYTHING HE EVER WAS, EVERYTHING HE WOULD EVER BE...
...HIS LIFE, IN EVERY SENSE OF THE WORD.
HMPH. THIS WILL NEVER DO.
WHAT? NO, NOT YOU.
HIS BODY, HIS MIND, HIS MEMORIES...
(HE REALLY COULDN'T ACQUIRE ADAMANTIUM FOR THESE WEB-SHOOTERS?)
YES. I WOULD LOVE TO HAVE DINNER WITH YOU, MARY JANE. LET'S SAY THIS FRIDAY.
I TOOK HIS LIFE FROM HIM.
AND THEN I KILLED HIM.

A LIFETIME OF VIOLENT STRIFE HAD CAUGHT UP TO ME, AND THE REAPER HAD COME TO COLLECT.
BUT I WAS NOT ONE TO SURRENDER WILLINGLY.
AS SEEN IN AMAZING SPIDER-MAN #600
SPIDER-MAN HAD STOLEN THE LEGACY THAT I INTENDED TO LEAVE BEHIND, BUT HE MADE A FATAL MISTAKE.
HE USED MY TECHNOLOGY AGAINST ME.
AND WHEN HE DID, HE LEFT BEHIND PART OF HIMSELF.
FROM MY DEATHBED, I STRUCK OUT AT HIM...AND TRANSFERRED MY MIND INTO HIS BODY, LEAVING HIS MIND IN MINE.
SPIDER-MAN NOW HAD ONLY HOURS TO LIVE, WHILE I HAD A LIFETIME BEFORE ME.
AND IN FINAL BATTLE, I TRULY SAW SPIDER-MAN. IN PARKER'S LAST MOMENTS, I SAW WHAT MADE HIM.
THE LOVING HOME. THE DEEP-ROOTED DESIRE TO DO GOOD. AND ABOVE ALL ELSE...
...I LEARNED THAT WITH GREAT POWER THERE MUST ALSO COME GREAT RESPONSIBILITY.
MORE OR LESS.

I HAVE TAKEN IN THE MEASURE OF PETER PARKER...

...AND I HAVE FOUND HIM *WANTING*.

HE WAS UNDISCIPLINED. HIS LIFE WAS CHAOS.

HIS INTELLECT HAD ITS MOMENTS, I WILL ADMIT, BUT HE NEVER APPLIED HIMSELF FULLY TO SCIENCE, AS I DID.

HIS DESIGNS NEVER WENT *FAR* ENOUGH.

HIS INVENTIONS NEVER *DARING* ENOUGH.

HE HELD BACK.

BUT NOW, HIS LIFE IS MINE.

MY INTELLECT.

MY GENIUS.

MY CREATIONS.

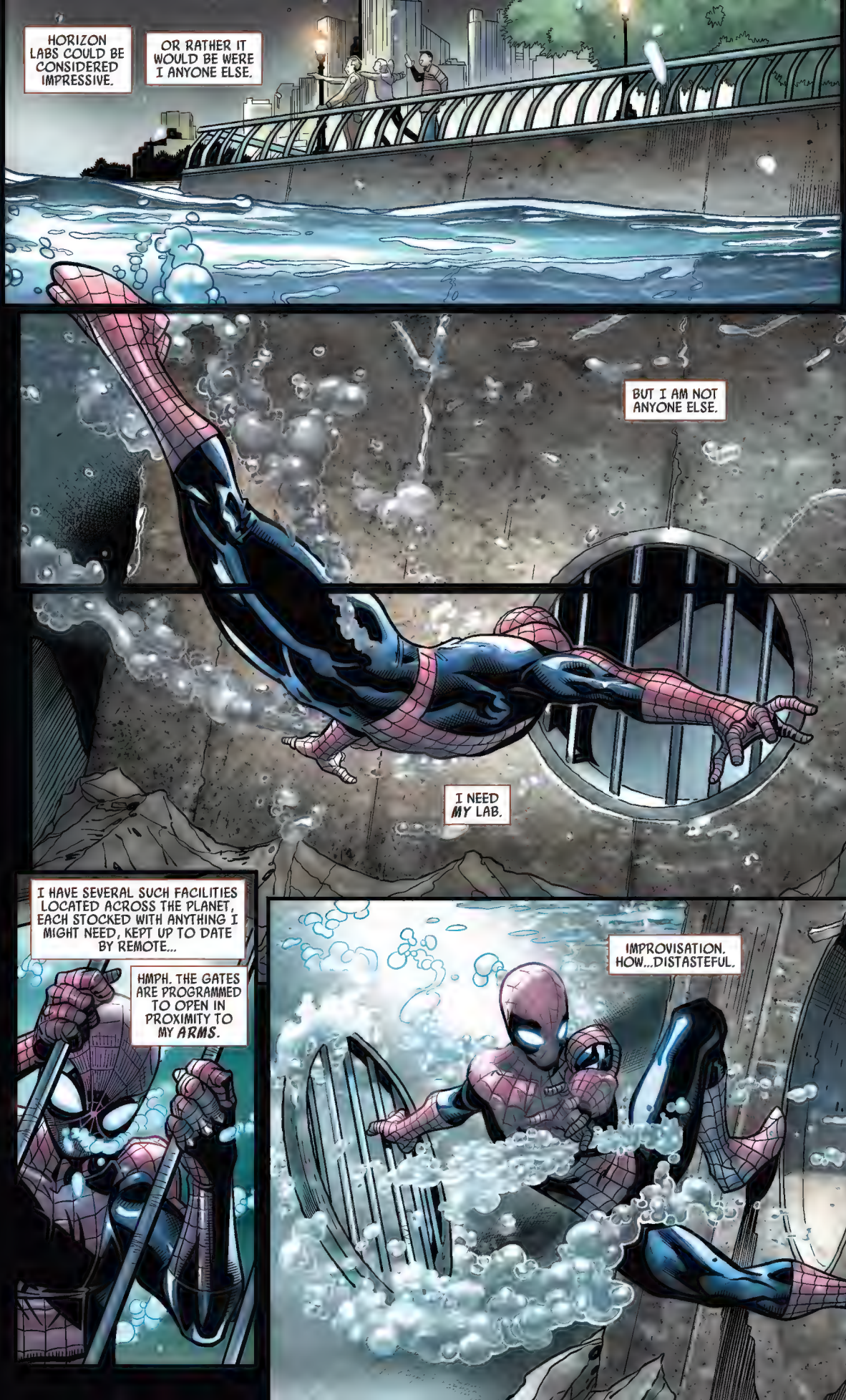
MY WILL.

Day Two
NOT BEING ABLE TO ENTER HORIZON LAB AS SPIDER-MAN IS AN ANNOYANCE. MODELL'S ANTI-SPIDER-MAN *SECURITY MEASURES* ARE LAUGHABLE, HOWEVER.
PARKER COULD HAVE OVERCOME THEM, HE CHOSE NOT TO OUT OF...WHAT? RESPECT? I'LL CIRCUMVENT THEM IN FIVE MINUTES.
PARKER WAS *INFERIOR* IN EVERY WAY.
ALTHOUGH HIS STITCHING WAS ADEQUATE, I MUST SAY. I REMEMBER SEWING MY COSTUME FOR THE FIRST TIME. NO...HIS COSTUME. I WAS--
EH?
LOST IN THOUGHT, MUSCLE MEMORY TAKES OVER.
WHAT HE COULD *DO*...
...AMAZING.

Day Three.
TELEPHONE
INTERDEPENDENT MOVEMENT IS FUNCTIONAL.
VISUAL OBJECT TRACKING IS TOO SLOW.
THE SUN RISES, I REALIZE I WORKED THROUGH THE NIGHT. THE THRILL OF INVENTION IS EXHILARATING.
NEW LENSES FOR MASK NEARING COMPLETION. NOTE: THE RESOURCES CURRENTLY AVAILABLE TO ME ARE INADEQUATE. I NEED--
BZZZT! BZZZT!
MJ
DINNER, FRIDAY. DON'T FORGET ME!
MJ
message
MARY JANE WATSON.
HIS MEMORIES TELL ME THAT NO ONE KNOWS HIM...ME... BETTER. THE MORE I CONSIDER HER, THE MORE SHE BECOMES A LIABILITY...SHE NEEDS TO...SHE...
DEAR GOD THAT WOMAN!
PETER PARKER IS A FOOL.

Day Four.
WALKING IS RIDICULOUS. MODELL SHOULD PROVIDE ME WITH A DRIVER.
CHAMELEON WAS ALWAYS GOOD FOR THAT SORT OF THING, I WONDER WHERE--
STOP! THIEF!
SOMEBODY STOP HIM!
HMPH. PETTY THEFT.
I KNOW I'VE SWORN TO "DO GOOD," BUT THIS SEEMS BENEATH--
WHAM!
URK!
THAT WAS...
THAT WAS INSTINCT, I SUPPOSE.

PETE, YOU HAVE TO COME CHECK OUT MY ATMOSPHERIC CONDENSER PROJECT!
YEAH, AND I THINK I FOUND A WAY TO ACTUALLY CATCH A GHOST AND HOLD IT INDEFINITELY!
THANK YOU, FAT HIPPY AND BALD KID. I WILL LOOK IN ON YOU LATER.
RUDE MUCH? WHAT'S GOTTEN INTO HIM?
I THINK HE WAS ACTUALLY... YOU KNOW... FOCUSED.
...DO YOU THINK I'M FAT?
WHAT? NO!
HOW DOES HE PUT UP WITH THIS? THESE DISTRACTIONS... THESE...PEOPLE.
LOOK AT THIS. ALL THE DEVICES HE'S BUILT TO FIGHT SUPER VILLAINS...
...TO FIGHT ME.
A WASTE OF HIS GENIUS.
NO. NOT GENIUS. PETER PARKER IS NOTHING.
THERE IS NO INTELLECT THAT COMPARES TO MINE. PARKER MAY BE GOOD, BUT I AM SUPERIOR IN EVERY WAY.
I AM DOCTOR OCTOPUS.


HORIZON LABS COULD BE CONSIDERED IMPRESSIVE.
OR RATHER IT WOULD BE WERE I ANYONE ELSE.
BUT I AM NOT ANYONE ELSE.
I NEED MY LAB.
I HAVE SEVERAL SUCH FACILITIES LOCATED ACROSS THE PLANET, EACH STOCKED WITH ANYTHING I MIGHT NEED, KEPT UP TO DATE BY REMOTE...
HMPH. THE GATES ARE PROGRAMMED TO OPEN IN PROXIMITY TO MY ARMS.
IMPROVISATION. HOW...DISTASTEFUL.

AAHHH. HOME, IF A MAN SUCH AS ME CONSIDERS ANYWHERE HOME.
MEMORIES WASH OVER ME.
MY MEMORIES.
THE WORK I DID HERE. THE SCIENCE.
THE MEN OF POWER I MASTERED TO MY WILL.
I CAME HERE AFTER SPIDER-MAN BEAT--
--AFTER HE FOILED...
...
UHN!
THAT DAMNED SPIDER-SENSE GOING OFF...IT'S ALMOST PAINFUL, WHAT COULD HAVE CAUSED--

AH, YES.
NOW I REMEMBER.
THE LAIR'S DEFENSIVE SYSTEMS ARE CALIBRATED TO MY ARMS, MY VOICE, TO MY HEARTBEAT...
NONE OF WHICH I POSSESS ANY LONGER. THIS IS--
ATTENTION, INTERLOPER!
OH, NO.
YOU HAVE MADE A FATAL MISTAKE INVADING THE DOMAIN OF DOCTOR OCTOPUS!
...
IS THAT REALLY HOW I SOUND?
LIKE AN UNDERWATER WALRUS.

I CAN HEAR MYSELF RANTING AS MY OWN LAIR'S DEFENSES TRY TO KILL ME.

THAT IN AND OF ITSELF WOULD BE DISCONCERTING ENOUGH.

BUT WHAT STRIKES ME MOST IS THE BIZARRE SENSE OF...DÉJÀ VU.

HOW MANY TIMES HAVE I FOUGHT THIS FIGHT?

BUT NEVER LIKE THIS.

NEVER FROM THE OTHER SIDE.

FROM *HIS* SIDE.

AND IT STRIKES ME, LIKE ICE RUNNING THROUGH MY CORE.

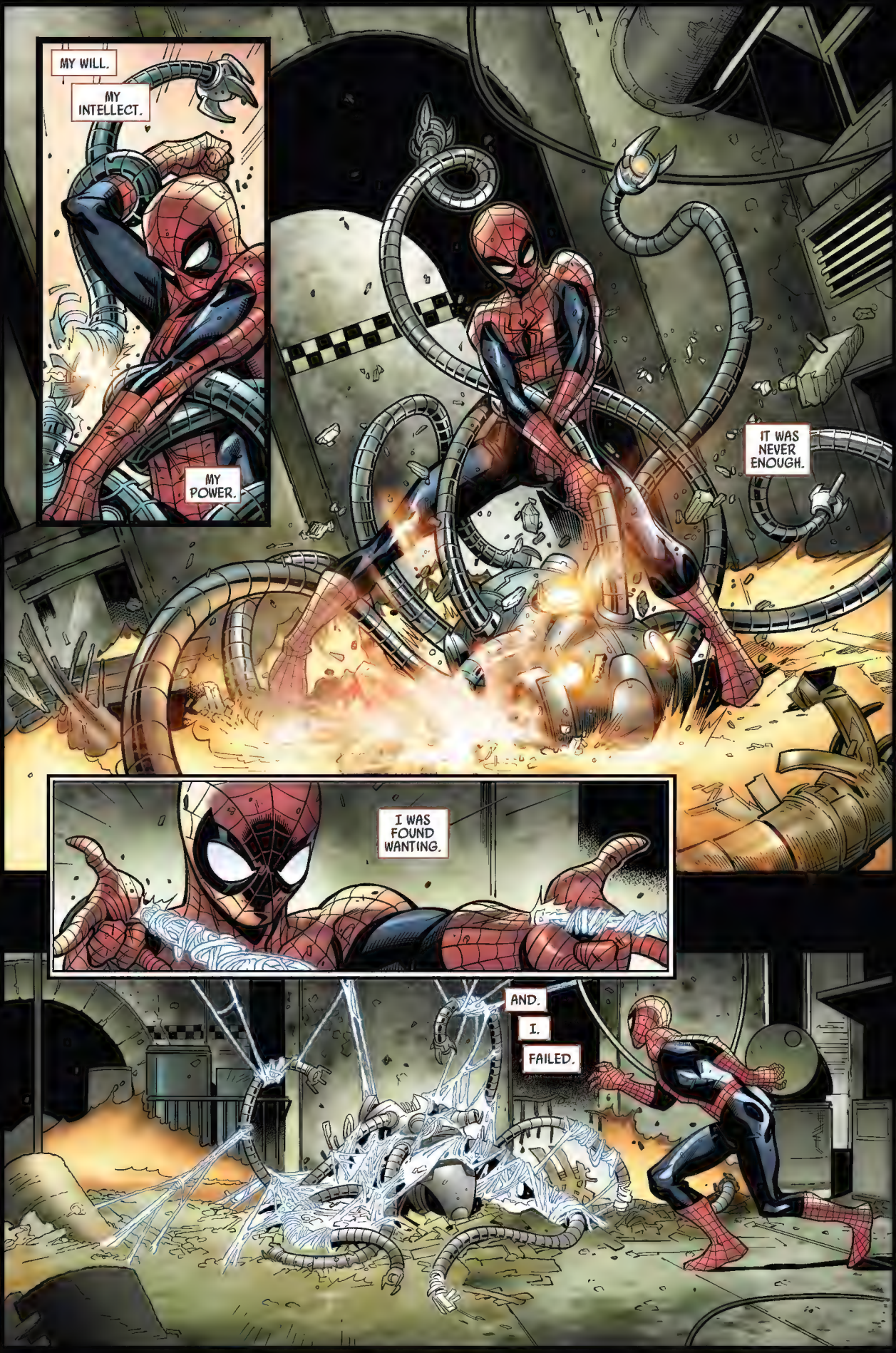
NO MATTER HOW BRILLIANT I THOUGHT I WAS...

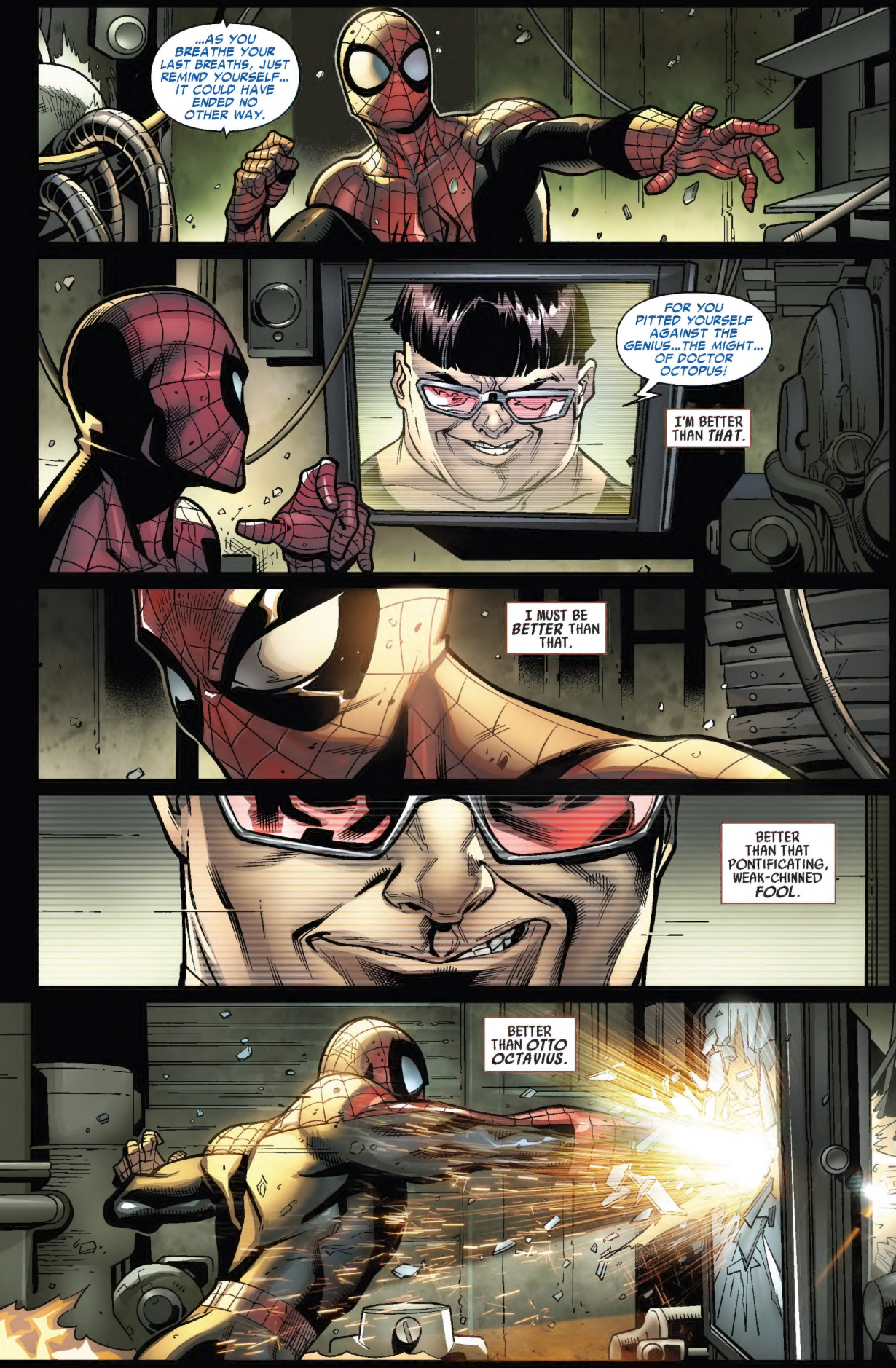
NO MATTER HOW MUCH I WOULD RIDICULE SPIDER-MAN, CALL HIM PATHETIC, OR LAUD MY OWN GENIUS...

...NO MATTER HOW HARD I FOUGHT...

...THE SIMPLE FACT IS THIS:

DOCTOR OCTOPUS ALWAYS LOST.


MY WILL.
MY INTELLECT.
MY POWER.
IT WAS NEVER ENOUGH.
I WAS FOUND WANTING.
AND.
I.
FAILED.


...AS YOU BREATHE YOUR LAST BREATHS, JUST REMIND YOURSELF... IT COULD HAVE ENDED NO OTHER WAY.
FOR YOU PITTED YOURSELF AGAINST THE GENIUS...THE MIGHT... OF DOCTOR OCTOPUS!
I'M BETTER THAN THAT.
I MUST BE BETTER THAN THAT.
BETTER THAN THAT PONTIFICATING, WEAK-CHINNED FOOL.
BETTER THAN OTTO OCTAVIUS.

Day-Five.
I'VE SEEN MYSELF THROUGH PETER PARKER'S LENS NOW.
I'VE SEEN MY MISTAKES.
AND THINGS ARE GOING TO CHANGE.
BECAUSE OTTO OCTAVIUS IS NO MORE.
HIS DAYS OF LOSING ARE *OVER*.

DOCTOR OCTOPUS IS DEAD.
LONG LIVE THE SUPERIOR SPIDER-MAN.
To Be Continued In Superior Spider-Man #1!

AVENGING SPIDER-MAN

Hello spider-friends!

Welcome to the All-New, Marvel-Almost-Now, AVENGING SPIDER-MAN! I'm your editor, Ellie Pyle, and I have grabbed the reigns of this book from Stephen Wacker for the foreseeable future! We have all sorts of exciting plans in store, but first off I'd like to welcome our new creative team. Starting this issue, super-letterer Joe Caramagna and I are joined by writer Chris Yost (who I have been dying to work with since Steve wouldn't let me assist on SCARLET SPIDER) and for our first arc, the incredible art team of Paco Medina, Juan Velasco, and David Curiel. And we have covers by Paolo Rivera! How lucky can one book get? Then, starting with our second arc, Marco Checchetto and Matt Hollingsworth will be returning to AVENGING as our regular team to help keep you spoiled with the high caliber of art you have come to expect from this particular title. (I'm told that's the real selling point, not the snarky recap pages.)

So stay tuned! Chris has plans involving Wolverine and the X-Men, the Future Foundation, Thor and members of the Sinister Six! Oh…and someone named Sleepwalker? Who else? Write in and tell us who you would like to see team-up with the Superior Spider-Man and who you would like to see them fight. (Or will it be the other way around?)

But whether you love or hate the Superior Spider-Man so far, keep reading. The most exciting era of spider-stories is really just beginning!

Said with a smile,
Ellie Pyle

NEXT:

Send e-mail to SPIDEYOFFICE@MARVEL.COM (please mark as OKAY TO PRINT)

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